

EXHIBIT 11

the society for creative anachronism, inc.



ORGANIZATIONAL HANDBOOK

Including Corpora, the By-Laws, Corporate Policies, and the Articles of Incorporation

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procedures.

3. All combatants must be presented to, and be acceptable to, the Sovereign or his or her representative.
4. All combatants shall adhere to the appropriate Armor and Weapons Standards of the Society, and to any additional standards of the kingdom in which the event takes place. The Sovereign may waive the additional kingdom standards.
5. The Sovereign or the Marshallate may bar any weapon or armor from use upon the field of combat. Should a warranted Marshal bar any weapon or armor, an appeal may be made to the Sovereign to allow the weapon or armor.
6. Combatants shall behave in a knightly and chivalrous manner, and shall fight according to the appropriate Society and Kingdom Conventions of Combat.
7. No one may be required to participate in Combat-Related Activities. Any combatant may, without dishonor or penalty, reject any challenge without specifying a reason. A fight in a tournament lists is not to be considered a challenge, and therefore may not be declined or rejected without forfeiting the bout.
8. Fighting with real weapons, whether fast or slow, is strictly forbidden at any Society event. This rule does not consider approved weaponry that meets the Society and kingdom standards for traditional Society combat and/or Society rapier combat, used in the context of mutual sport, to be real weaponry.
9. No projectile weapons shall be allowed and no weapons shall be thrown within the Lists of a tournament. The use of approved projectile weapons for melee, war, or Combat Archery shall conform to the appropriate Society and Kingdom Conventions of Combat.

C. Royal Lists

Only Chivalric (rattan) combat shall be used for formal tournament lists for royal ranks.

X. GRIEVANCES AND SANCTIONS

A. General

1. While the Society is devoted to courtesy, trustworthiness, and personal responsibility, tensions and disputes do arise.
2. The Board is the final court of appeal for disputes that have escalated beyond the ability of the participants or the officers to handle. However, it is reluctant to play that role because its rulings affect the entire Society –often by restricting everyone’s freedom and reducing their enjoyment of the organization. Corpora provides a right of appeal to the Board, but members should make every effort to work out their disputes at as low a level in the organization as possible.
3. While it is not possible to prescribe a specific list of things to do or people to consult that will serve in all disputes, the general procedure outlined here should be adaptable to most of them. If you are directly involved in a dispute, you must go through a process at least as comprehensive as this one before asking the Board for help. If you are asked to intervene in someone else’s dispute because of the office or title you hold, please don’t rush in. First, urge the principals to try all measures recommended for attempting to reach a settlement without involving your level of the organization. Then, if you do intervene, make every effort to find a resolution the participants can accept, instead of escalating the dispute to higher levels of the organization.

Every member of the SCA is eligible for office and advancement within the SCA, subject to the requirements for such office or such advancement, and to the provisions established above. However, while a group or institution may obtain a membership in order to obtain the newsletters and/or increase its support of the SCA, such membership does not convey the privileges of membership to persons associated with that group or institution. Employment by the SCA as staff, as a contractual agent of the SCA, or as a paid consultant to the SCA does not require membership in the SCA.

b. Eligibility for Office.

Officers at all levels of the SCA must be members and must have immediate access to the corporate newsletter for their area. This standard also applies to deputies designated as successors to officers subject to this provision, or assigned independent administrative duties. Deputies who only assist with specific tasks are exempt from the newsletter access requirement.

3. Revocation/Denial of Membership

Membership in the SCA may be revoked and/or denied as provided in Paragraph C.1 of this Article for the following reasons:

- a. conviction of violation of civil or criminal law
- b. actions that endanger the SCA;
- c. violation of the By-Laws or Corpora of the SCA;
- d. formal recommendation arising out of procedures for the purpose defined in Corpora for the medieval structure of the SCA.

4. Reservations to the Board

The Board shall have the sole authority to define the classes of membership and to establish and revise a schedule of dues. No dues may be set by any branch of the SCA. However, fees for admission to events other than regular business meetings of branches of the SCA shall not be considered dues.

VI. BOARD OF DIRECTORS

A. Powers

Subject to the provisions of the California Nonprofit Corporation Law, the activities and affairs of the SCA shall be managed and all corporate powers shall be exercised by or under the direction of the Board of Directors, herein referred to as the Board. The Board may delegate management of the day-to-day operation of the business of the SCA provided that the activities and affairs of the SCA shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board subject to the limitations in the Articles of Incorporation.

B. Number of Directors

The authorized number of Directors of the SCA shall not be less than five (5) or more than seven (7) until changed by amendment of this Article of the By-Laws.

C. Qualifications of Directors

Each Director shall be a natural person at least 21 years of age, and shall be qualified for independent office under V.C.2.a. of these By-Laws.

It is the intent of the SCA that the composition of the Board shall represent a diversity of skills and experience, to enable the Board to make informed, well-balanced decisions on the SCA's activities.

D. Restriction on Interested Directors

1. No Director may hold any office defined by the Governing Documents to be incompatible with active service on the Board. Any Director planning to take such an office must resign from the Board immediately upon committing to taking the office.
2. In addition, not more than forty-nine percent (49%) of the Directors may be 'interested persons', defined as:
 - a. any person compensated by the corporation for services rendered to it within the previous twelve (12) months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a Director as a Director; and
 - b. any relative by blood or marriage of any such person. However, any violation of the provisions of this section shall not affect the validity or enforceability of any transaction entered into by the corporation.

E. Election and Term

Directors are elected by the unanimous vote of the Board.

1. Probationary Period

Each Director shall be appointed for an initial trial period, commencing as of the date said Director assumes his position, and concluding with determination of confirmation by the remaining Directors. This confirmation shall occur within four (4) months of the end of the second regularly scheduled quarterly meeting of the Board of Directors following the date said Director assumes his position. If the Director is not confirmed, the remaining Directors shall appoint someone else to the Board to finish the assigned term, in which case the new Director is subject to the same initial trial period and confirmation vote as provided for in this section.

2. Term of Service

Directors' terms shall be staggered so that one term ends each six months. Under ordinary circumstances, Directors shall serve fourteen quarters, dating from the meetings at which they are elected. A Director's term begins immediately upon election and acceptance. A Director whose term is expiring may, under extraordinary circumstances, be retained for up to two additional quarters. Such extensions may only be made by unanimous vote of the other Directors. The Director affected must abstain from voting, but may decline to serve. The Board Minutes must describe the circumstances requiring the extension. The extension shall be considered part of the next full term, and a new Director shall be chosen fill the remainder of that term. During the period between acceptance and his or her first meeting, a Director shall receive information routinely distributed to the Board, and shall be bound by its policies regarding the behavior of Directors. Former Directors of the SCA may not be reelected to the Board until a period of at least one (1) year has elapsed after their departure from the Board.

3. Resignation

Should a Director be unable to serve his or her full term, the remaining Directors shall either leave the position vacant until the end of the term, or elect someone to fill the remainder of the term. Failure to attend the last meeting of a term or extension for any reason shall be considered equivalent to resignation at the beginning of that meeting, unless (in the case of a normal term) prior arrangements for an extension were made by the Board and voted in at the current meeting. As specified in VI.B, the number of active Directors may not be allowed to go below 5, except during a meeting affected by an automatic resignation resulting from this paragraph.

F. Vacancies and Removal

Directors remain on the Board until expiration of their term of service, resignation, or removal. By a majority